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20 Specially Appearing for Defendant  
 21 CHARMING SHOPPES, INC.

22  
 23  
 24 UNITED STATES DISTRICT COURT  
 25  
 26 NORTHERN DISTRICT OF CALIFORNIA  
 27  
 28

17 SHAMEIKA MOODY, as an individual  
 18 and on behalf of others similarly situated,

19 Plaintiff,

20 vs.

21 CHARMING SHOPPES OF  
 22 DELAWARE, INC., a corporation; LANE  
 23 BRYANT, INC., a corporation;  
 24 CHARMING SHOPPES, INC., a  
 25 corporation, and DOES 1 through 20,  
 26 inclusive,

27 Defendants.

28 Case No. C 07-06073 MHP

**SUPPLEMENTAL DECLARATION OF  
 JOHN J. SULLIVAN IN SUPPORT OF  
 DEFENDANT CHARMING SHOPPES,  
 INC.'S MOTION TO DISMISS FOR LACK  
 OF PERSONAL JURISDICTION**

Date: May 5, 2008  
 Time: 2:00 p.m.  
 Place: Courtroom 15, 18th Floor

[SPECIAL APPEARANCE ONLY]

1 I, John J. Sullivan, declare as follows.

2 1. I am over eighteen years of age. I have personal knowledge of the following and  
 3 am competent to testify thereto. I submit this Supplemental declaration in support of Defendant  
 4 Charming Shoppes, Inc.'s motion to dismiss.

5 2. I am the Senior Vice President, Controller of Defendant Charming Shoppes, Inc.  
 6 ("CSI") and also the Controller of Defendant Charming Shoppes of Delaware, Inc. ("CSDI").  
 7 CSI is incorporated and headquartered in Pennsylvania. CSI is publicly traded. It is a retail  
 8 apparel holding company which has distinct and separate corporate subsidiaries, including Lane  
 9 Bryant, Inc. ("Lane Bryant"). Lane Bryant owns and operates the Lane Bryant stores throughout  
 10 the country and in California.

11 3. CSDI is incorporated and headquartered in Pennsylvania. It is a wholly-owned  
 12 subsidiary of CSI. CSDI provides certain shared services to various corporate subsidiaries  
 13 including Lane Bryant, Inc.

14 4. Neither CSI nor any of its subsidiary corporations owns a facility in Santa Fe  
 15 Springs, California. When product for Lane Bryant and other sister-corporation stores arrives in  
 16 the Los Angeles area from domestic or overseas vendors, the product must be retrieved, housed in  
 17 a warehouse facility, sorted and loaded in trucks, and delivered to the various retail store  
 18 locations. All of those functions and operations are performed by a third-party business process  
 19 outsourcing vendor, Performance Team - Gale/Triangle, Inc. ("Performance Team"), which is not  
 20 in any way owned by or affiliated with CSI (or any of CSI's subsidiary corporations). The  
 21 employees who perform those functions are not employed by CSI (or any related entity), but  
 22 rather are employees and/or contractors of Performance Team.

23 5. Performance Team owns and operates an approximately 2,000,000 square foot  
 24 distribution/consolidation warehouse space in Santa Fe Springs, California -- CSI does not own  
 25 or operate this facility. There are approximately four (4) Quality Control inspectors on-site at the  
 26 Performance Team Santa Fe Springs facility who inspect the product before it is delivered to the  
 27 retail stores. These Quality Control inspectors are employees of *Charming Shoppes of Delaware,*  
 28 *Inc.* – not CSI. CSI does not employ employees in California.

6. The CSI website contains a "Career Center" section. It would not be unusual for the CSDI Quality Control Inspector position at the Santa Fe Springs location to be listed on the website because the Career Center lists openings for CSI's multiple subsidiary corporations.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on April 21, 2008, at Bensalem, Pennsylvania.

John J. Sullivan

MORGAN, LEWIS &  
BOCKIUS LTD.  
ATTORNEYS AT LAW  
LOS ANGELES

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## PROOF OF SERVICE

1 I, the undersigned, declare:

2 I am over the age of eighteen (18) years, and not a party to the within action. I am  
 3 employed by Morgan, Lewis & Bockius, LLP and my business address is One Market, Spear  
 4 Street Tower, San Francisco, CA 94105.

5 On April 21, 2008, I served the following document(s):

6 **SUPPLEMENTAL DECLARATION OF JOHN J. SULLIVAN IN SUPPORT  
 7 OF DEFENDANT CHARMING SHOPPES, INC.'S MOTION TO DISMISS  
 8 FOR LACK OF PERSONAL JURISDICTION**

9 on the parties involved addressed as follows:

10 Peter M. Hart, Esq.  
 11 Law Offices of Peter M Hart  
 12 13952 Bora Bora Way, F-320  
 13 Marina Del Ray, CA 90292

14 Attorneys for Plaintiff

15 [ ] **BY MAIL:** I am readily familiar with my employer's practice for collection and  
 16 processing of documents for mailing with the United States Postal Service and that  
 17 practice is that the documents are deposited with the United States Postal Service  
 18 with postage fully prepaid the same day as the day of collection in the ordinary  
 19 course of business. On this date, I served the above interested parties following  
 20 my employer's ordinary business practices.

21 [ ] **BY FACSIMILE:** By use of a facsimile machine telephone number  
 22 415/442-1001, I served a copy of the within document(s) on the above interested  
 23 parties at the facsimile numbers listed above. The transmission was reported as  
 24 complete and without error. The transmission report, which is attached to this  
 25 proof of service, was properly issued by the transmitting facsimile machine.

26 [X] **BY FEDERAL EXPRESS OVERNIGHT DELIVERY:** I caused each  
 27 envelope, with delivery fees provided for, to be deposited in a box regularly  
 28 maintained by Federal Express. I am readily familiar with the practice for  
 29 collection and processing of documents for delivery by overnight service by  
 30 Federal Express of Morgan, Lewis & Bockius, LLP, and that practice is that the  
 31 document(s) are deposited with a regularly maintained Federal Express facility in  
 32 an envelope or package designated by Federal Express fully prepaid the same day  
 33 as the day of collection in the ordinary course of business.

34 [ ] **BY EMAIL:** By transmitting via electronic mail the document(s) listed above to  
 35 the email address(s) set forth below on this date (pursuant to a stipulation between  
 36 the parties).

1 I declare under penalty of perjury under the laws of the State of California that the  
2 foregoing is true and correct. Executed at San Francisco, California on April 21, 2008.  
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Mary Gonzalez

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